

AMENDMENT NO. 1 to

AMENDED AND RESTATED CLIPPER® MEMORANDUM OF UNDERSTANDING

This is Amendment No. 1 ("Amendment"), effective as of April 17, 2017 ("Amendment No. 1 Effective Date") to the Amended and Restated Clipper® Memorandum of Understanding (the "MOU") dated February 19, 2016, by and among the Metropolitan Transportation Commission ("MTCs") and the following transit operators participating in the Clipper® program (referred to herein individually as an "Operator" or collectively as the "Operators"):

Alameda-Contra Costa Transit District ("AC Transit"); Golden Gate Bridge Highway and Transportation District ("GGBHTD"); the San Francisco Bay Area Rapid Transit District ("BART"); the City and County of San Francisco, acting by and through its Municipal Transportation Agency ("SFMTA"); the San Mateo County Transit District ("SamTrans"); the Santa Clara Valley Transportation Authority ("VTA"); the Peninsula Corridor Joint Powers Board ("Caltrain"); Central Contra Costa Transit Authority; City of Fairfield, as the operator of Fairfield and Suisun Transit; City of Petaluma; Eastern Contra Costa Transit Authority; Livermore/Amador Valley Transit Authority; Marin County Transit District; Napa Valley Transportation Authority; Solano County Transit; Sonoma County Transit; Sonoma-Marin Area Rail Transit; Vacaville City Coach; Western Contra Costa Transit Authority; San Francisco Bay Area Water Emergency Transportation Authority; City of Santa Rosa; and City of Union City; and any other transit operators that implement Clipper® and execute a Supplemental Agreement to the MOU.

MTC and the Operators are referred to herein collectively as the "Parties" or individually as a "Party".

1. The Parties hereto agree to amend the MOU as follows: Article IV, **Clipper® Executive Board**, is amended in part as follows:
 - a. Subarticles H, Board Chair; Committees, and I, Delegates, are amended to read:
 - H. Board Chair; Committees. The Executive Board shall bi-annually elect a Chair and Vice Chair from its members. The Chair shall provide administrative staff support to the Executive Board, as needed as determined by the Chair and the Clipper® Executive Director. The Chair may appoint advisory committees or working groups for specified projects of limited duration. The Executive Board may establish standing committees from time to time.
 - I. Delegates. Executive Board members may appoint, in writing, delegates to vote on their behalf in the event of a member's absence from any Executive Board meeting, for up to four (4) meetings per calendar year. No voting rights are accorded to delegates, nor do delegates count toward a quorum of the Executive Board, when they are representing an Executive Board member for meetings after four (4) missed meetings in a calendar year.

2. A new Article XII, **Common Interest**, is added to the MOU, as follows:

ARTICLE XII
Common Interest

The Parties recognize a mutuality of interest, and a need for joint cooperation in legal matters relating to Clipper®. In furtherance of this common interest, any communications among Parties and counsel for any of the Parties shall be confidential and protected from disclosure to any third party by each and every privilege – including, but not limited to, the attorney-client privilege, the attorney work product privilege, and the pooled information privilege – notwithstanding the dissemination of the communications and work product among Parties by the counsel that made the information available in the first instance. If information covered by the privileges is requested by a third party pursuant to a subpoena or other discovery request, then counsel receiving the request shall notify in a timely fashion the counsel who disclosed the information so that the privileges against disclosure may be asserted.

Should any Party withdraw from or otherwise terminate its participation in the Clipper® program, such withdrawal or termination shall not impair the privileges that protect any information that has been shared prior to such action. Any Party that withdraws or terminates its participation in the Clipper® program shall promptly return all privileged materials that the Party has received.

3. All other terms of the MOU not amended herein shall remain in full force and effect.

SIGNATURES ON SUBSEQUENT PAGES

IN WITNESS WHEREOF, this Amendment has been duly authorized and executed by the Parties hereto on the dates specified below by their duly authorized representatives.

Metropolitan Transportation Commission

DocuSigned by:

Steve Heminger

021DA2847D43405...

Name: Steve Heminger

Title: Executive Director

Date: 8/24/2017

Approved as to form:

~~Adrienne Weil~~, General Counsel

Melanie Morgan

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Melanie J. Morgan, Senior Counsel

Alameda-Contra Costa Transit District

DocuSigned by:

Michael A. Hursh

902BD4A8629B414...

Name: Michael A. Hursh

Title: General Manager

Date: 8/30/2017

Approved as to form:

DocuSigned by:

Denise Standridge

108F295C575B480...

Denise C. Standridge, General Counsel

**Golden Gate Bridge, Highway and
Transportation District**

DocuSigned by:
Denis Mulligan

57C0250C270F405...

Name: Denis J. Mulligan

Title: General Manager

Date: 9/12/2017

Approved as to form:

DocuSigned by:
Kimon Manolius

90D3256AE62541D...

Kimon Manolius, General Counsel

San Francisco Bay Area Rapid Transit District

DocuSigned by:
Grace Crunican
810BDCB57BAE4BB...

Name: Grace Crunican

Title: General Manager

Date: 9/7/2017

Approved as to form:

DocuSigned by:
Matthew Burrows
ED281E12D35F4B6...

Matthew Burrows, General Counsel

**City and County of San Francisco
Municipal Transportation Agency**

DocuSigned by:
Edward Reiskin
77ED0F07A6B146E...

Name: Edward D. Reiskin

Title: Director of Transportation

Date: 8/30/2017

Approved as to form:
Dennis J. Herrera, City Attorney

DocuSigned by:
Robin Reitzes
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Robin M. Reitzes, Deputy City Attorney

San Mateo County Transit District

DocuSigned by:

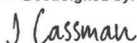
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Name: Jim Hartnett

Title: General Manager/CEO

Date: 8/31/2017

Approved as to form:

DocuSigned by:

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Joan L. Cassman, General Counsel

Santa Clara Valley Transportation Authority

DocuSigned by:

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Name: Nuria I. Fernandez

Title: General Manager/ Chief Executive Officer

Date: 9/8/2017

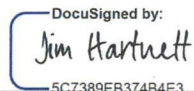
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Robert Fabela, General Counsel

Peninsula Corridor Joint Powers Board

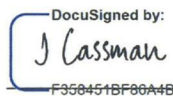
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Name: Jim Hartnett

Title: Executive Director

Date: 8/31/2017

Approved as to form:

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Joan L. Cassman, General Counsel

Central Contra Costa Transit Authority

DocuSigned by:

Rick Ramacier

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Name: Rick Ramacier

Title: General Manager

Date: 9/18/2017

Approved as to form:

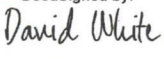
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Madeline Chun


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Madeline Chun, General Counsel

**City of Fairfield
Fairfield and Suisun Transit**

DocuSigned by:

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Name: David A. White
Title: City Manager
Date: 4/7/2018

Approved as to form:

DocuSigned by:

27FA258E203F4A4
Greg Stepanicich, City Attorney

City of Petaluma

DocuSigned by:

E2A6E300437C490...

Name: John C. Brown

Title: City Manager

Date: 10/18/2017

Date: _____

Approved as to form:

DocuSigned by:

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Eric W. Danly, City Attorney

Eastern Contra Costa Transit Authority

DocuSigned by:
Jeanne Krieg

29020E7509B940F...

Name: Jeanne Krieg

Title: Chief Executive Officer

8/29/2017

Date: _____

Approved as to form:

DocuSigned by:
Benjamin Stock

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Ben Stock, General Counsel

Livermore/Amador Valley Transit Authority

DocuSigned by:
Michael Tree

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Name: Michael S. Tree

Title: Executive Director

Date: 9/10/2017

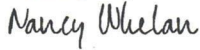
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Michael Conneran

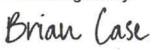
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Michael N. Conneran, General Counsel

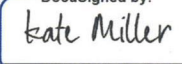
Marin County Transit District

DocuSigned by:

B1AD1C9200D14AE...
Name: Nancy E. Whelan
Title: General Manager
8/29/2017
Date: _____


Approved as to form:

DocuSigned by:

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Brian Case, Deputy County Counsel


Napa Valley Transportation Authority

DocuSigned by:

AF020AD5FBEA48E...
Name: Kate Miller
Title: Executive Director
Date: 9/5/2017


Approved as to form:

DocuSigned by:

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Jennifer Gore, General Counsel

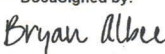
Solano County Transit

DocuSigned by:

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Name: Beth Kranda
Title: Executive Director
Date: 8/30/2017

Approved as to form:

DocuSigned by:

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Bernadette Curry, General Counsel

Sonoma County Transit

DocuSigned by:

01B224D4F1AA4B8...
Name: Bryan Albee
Title: Transit Systems Manager
Date: 9/5/2017

Approved as to form:

DocuSigned by:

E575217D1E72420...
Lesley Pak, General Counsel

Sonoma-Marín Area Rail Transit District

DocuSigned by:
Farhad Mansourian
8C4C4CB0A6F04EA...

Name: Farhad Mansourian

Title: General Manager

9/5/2017

Date: _____

Approved as to form:

DocuSigned by:
Thomas Lyons
C8AAB1B27A97458...

Thomas Lyons, General Counsel

Vacaville City Coach

DocuSigned by:

612C6526499A448...

Name: Shawn L. Cunningham

Title: Public Works Director

9/8/2017

Date: _____

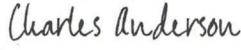
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Melinda C. H. Stewart, General Counsel

Western Contra Costa Transit Authority

DocuSigned by:

7018945E1F824A9...
Name: Charles Anderson
Title: General Manager
Date: 9/6/2017

Approved as to form:

DocuSigned by:

ACAFAC8B7E0C47C...
Michael N. Conneran, General Counsel

**San Francisco Bay Area Water Emergency
Transportation Authority**

DocuSigned by:
Nina Rannells

D658EBAD2E2B4AA...
Name: Nina Rannells

Title: Executive Director

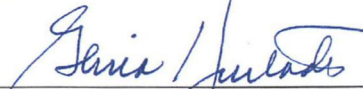
Date: 9/8/2017

Approved as to form:

DocuSigned by:
Madeline Chun

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Madeline Chun, General Counsel

City of Santa Rosa



for Name: Sean McGlynn

Title: City Manager

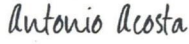
Date: *May 16, 2018*

Approved as to form:




Sue A. Gallagher, City Attorney

City of Union City

DocuSigned by:

7C3ECBB88BB745D...
Name: Antonio E. Acosta
Title: City Manager
Date: 9/5/2017

Approved as to form:

DocuSigned by:

7650B481ADF141E...
Kristopher J. Kokotaylo, Interim City Attorney